

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) Yes No
6) Are attachments being filed with this application?	(<u>Y</u>) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>) <div style="display: flex; justify-content: space-between;"> <u>S</u>ale or other assignment or transfer of stock <u>C</u>ourt Order </div> Other (voting trust agreement, management contract, etc.): _____ If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
9) The assignment of authorization or transfer of control of license is:	(<u>V</u>) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: <div style="background-color: black; width: 100px; height: 1.2em; margin-top: 5px;"></div>		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Paging Network of America, Inc.			
13) Attention To: Donna Comer, Licensing Manager			
14) P.O. Box:	And /Or	15) Street Address: 14911 Quorum Drive, Suite 600	
16) City: Dallas	17) State: TX	18) Zip: 75240	
19) Telephone Number: (972) 801-0304	20) FAX: (972) 801-0330		
21) E-Mail Address: donna_comer@pagenet.com			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Shareholders of Paging Network, Inc.					
26) P.O. Box:		And /Or	27) Street Address: 14911 Quorum Drive, Suite 600		
28) City: Dallas			29) State: TX	30) Zip: 75240	
31) Telephone Number: (972) 801-0304			32) FAX: (972) 801-0330		
33) E-Mail Address: donna_comer@pagenet.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Paul		MI: G.	Last Name: Madsion		Suffix: Esq.
35) Company Name: Kelley Drye & Warren, LLP					
36) P.O. Box:		And /Or	37) Street Address: 1200 19th Street, N.W., Suite 500		
38) City: Washington			39) State: DC	40) Zip: 20036	
41) Telephone Number: (202) 955-9779			42) FAX: (202) 955-9792		
43) E-Mail Address: pmadison@kelleydrye.com					

Assignee/Transferee Information

44) Assignee is a(n): (<u>C</u>) Individual Corporation Unincorporated Association Limited Liability Corporation Trust Partnership Government Entity Consortium Joint Venture					
45a) Taxpayer Identification Number: [REDACTED]			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Paul H. Kuzia					

51) P.O. Box:	And /Or	52) Street Address: 1800 West Park Drive, Suite 250
53) City: Westborough	54) State: MA	55) Zip: 01581
56) Telephone Number: (508) 870-6700	57) FAX: (508) 898-1953	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Kathryn	MI: A.	Last Name: Zachem	Suffix: Esq.
60) Company Name: Wilkinson Barker Knauer, LLP			
61) P.O. Box:	And /Or	62) Street Address: 2300 N Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202) 783-4141	67) FAX: (202) 783-5851		
68) E-Mail Address: kzachem@wbklaw.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) Yes No


Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) Yes No

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			


Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
80) Title: Vice President, External Affairs			
Signature: 			81) Date: DEC 10 1999

Assignee/Transferee Certification Statements

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2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

B2) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Paul	H.	Kuzia	
83) Title: Executive Vice President, Technology and Regulatory Affairs			
Signature: 			84) Date: DEC 10 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

[illegible]

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Application for Assignments of Authorization
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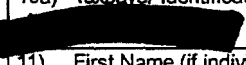
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3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>)Yes No
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7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<u>Y</u>)Yes No
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Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>)
<u>Sale</u> or other assignment or transfer of stock <u>Court Order</u> <u>Other</u> (voting trust agreement, management contract, etc.): _____ If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

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47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Paul H. Kuzia					

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66) Telephone Number: (202) 783-4141	67) FAX: (202) 783-5851		
68) E-Mail Address: kzachem@wbklaw.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(<u>N</u>) Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(<u>N</u>) Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(<u>N</u>) Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) Yes No
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76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(<u>N</u>) Yes No
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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
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79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
80) Title: - Vice President, External Affairs			
Signature: 			81) Date: DEC 10 1999

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3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
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First Name:	Mr:	Last Name:	Suffix:
Paul	H.	Kuzia	
83) Title: Executive Vice President, Technology and Regulatory Affairs			
Signature: 			84) Date: DEC 10 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

EXHIBIT A
PAGING NETWORK
OF COLORADO, INC.
Page 1 of 1

CALL SIGN

WPDA685
WPDH499
WPDK365
WPDK372
WPFK978
WPGF228
WPGX705
WPHF630
WPIC397
WPHJ554
WPJN506
WPJU631
WPDD800
WPGI853
WPJX239
WPJN883
WPHM871
WPJN503
WPIP920
WPJU640
WPDM257
WPEI966
WPGI860
WPJG268
WPJY382
WPHF464
WPIC388
WPJP758
WPIH529
WPIP919
WPIE938
WPJQ424
WPHT870
WPJG668
WPDD815
WPDH472
WPDH838
WPDK361
WPGI859
WPGX699
WPHJ556
WPJU634
WPKD936
WPHT826
WPIC387

CALL SIGN

WPJU646
WPIH528
WPJL841
WPDA686
WPDH464
WPDW473
WPGF229
WPGX706
WPHG471
WPIF441
WPJX236
WPHJ539
WPHJ555
WPIP922
WPID623
WPIX230
WPJU632
WPIH534

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Transaction Information

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<p><u>S</u>ale or other assignment or transfer of stock <u>C</u>ourt Order</p> <p><u>O</u>ther (voting trust agreement, management contract, etc.): _____</p> <p>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.</p>
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Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Paging Network of Dallas/Ft. Worth, Inc.			
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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

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26) P.O. Box:		And /Or	27) Street Address: 14911 Quorum Drive, Suite 600		
28) City: Dallas			29) State: TX		30) Zip: 75240
31) Telephone Number: (972) 801-0304			32) FAX: (972) 801-0330		
33) E-Mail Address: donna_comer@pagenet.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Paul		MI: G.	Last Name: Madsion		Suffix: Esq.
35) Company Name: Kelley Drye & Warren, LLP					
36) P.O. Box:		And /Or	37) Street Address: 1200 19th Street, N.W., Suite 500		
38) City: Washington			39) State: DC		40) Zip: 20036
41) Telephone Number: (202) 955-9779			42) FAX: (202) 955-9792		
43) E-Mail Address: pmadison@kelleydrye.com					

Assignee/Transferee Information

44) Assignee is a(n): (<u>C</u>)					
Individual Corporation	Unincorporated Association	Trust Partnership	Government Entity Consortium	Joint Venture	
45a) Taxpayer Identification Number: [REDACTED]			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Paul H. Kuzia					

51) P.O. Box:	And /Or	52) Street Address: 1800 West Park Drive, Suite 250
53) City: Westborough	54) State: MA	55) Zip: 01581
56) Telephone Number: (508) 870-6700	57) FAX: (508) 898-1953	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Kathryn	MI: A.	Last Name: Zachem	Suffix: Esq.
60) Company Name: Wilkinson Barker Knauer, LLP			
61) P.O. Box:	And /Or	62) Street Address: 2300 N Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202) 783-4141	67) FAX: (202) 783-5851		
68) E-Mail Address: kzachem@wbklaw.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N)Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N)Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N)Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)Yes No

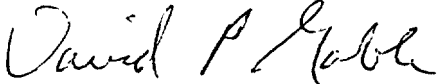
Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
80) Title: Vice President, External Affairs			
Signature: 			81) Date: DEC 10 1999

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Paul	H.	Kuzia	

83) Title:

Executive Vice President, Technology and Regulatory Affairs

Signature:



84) Date:

DEC 10 1999

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

[illegible]

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) Yes No
6) Are attachments being filed with this application?	(<u>Y</u>) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(<u>Y</u>) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>) <u>S</u> ale or other assignment or transfer of stock <u>C</u> ourt Order <u>O</u> ther (voting trust agreement, management contract, etc.): _____ If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	9) The assignment of authorization or transfer of control of license is: (<u>V</u>) Voluntary Involuntary
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Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Paging Network of Illinois, Inc.			
13) Attention To: Donna Comer, Licensing Manager			
14) P.O. Box:	And /Or	15) Street Address: 14911 Quorum Drive, Suite 600	
16) City: Dallas	17) State: TX	18) Zip: 75240	
19) Telephone Number: (972) 801-0304		20) FAX: (972) 801-0330	
21) E-Mail Address: donna_comer@pagenet.com			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Shareholders of Paging Network, Inc.					
26) P.O. Box:		And /Or	27) Street Address: 14911 Quorum Drive, Suite 600		
28) City: Dallas			29) State: TX		30) Zip: 75240
31) Telephone Number: (972) 801-0304			32) FAX: (972) 801-0330		
33) E-Mail Address: donna_comer@pagenet.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Paul		MI: G.	Last Name: Madsion		Suffix: Esq.
35) Company Name: Kelley Drye & Warren, LLP					
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38) City: Washington			39) State: DC		40) Zip: 20036
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43) E-Mail Address: pmadison@kelleydrye.com					

Assignee/Transferee Information

44) Assignee is a(n): (<u>C</u>) <u>Individual Corporation</u> <u>Unincorporated Association</u> <u>Trust Partnership</u> <u>Government Entity Consortium</u> <u>Joint Venture</u>					
45a) Taxpayer Identification Number: [REDACTED]			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Paul H. Kuzia					

51) P.O. Box	And /Or	52) Street Address: 1800 West Park Drive, Suite 250	
53) City: Westborough	54) State: MA	55) Zip: 01581	
56) Telephone Number: (508) 870-6700		57) FAX: (508) 898-1953	
58) E-Mail Address:			

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59) First Name: Kathryn	MI: A.	Last Name: Zachem	Suffix: Esq.
60) Company Name: Wilkinson Barker Knauer, LLP			
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63) City: Washington	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202) 783-4141		67) FAX: (202) 783-5851	
68) E-Mail Address: kzachem@wbklaw.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N)Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N)Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N)Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)Yes No


Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N)Yes No

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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

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79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
80) Title: Vice President, External Affairs			
Signature: 			81) Date: DEC 10 1999

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3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
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